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LAW OFFICES OF
LOUIS E. GITOMER, LLC.

SURFACE TRANSPORTATION BOARD

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July 6, 2011

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
Washington, DC 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of June 22, 2011. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Chase Equipment Finance, Inc.
1111 Polaris Parkway, Suite A3
Columbus, OH 43240

Lessee:

AG Processing Inc a Cooperative
12700 West Dodge Road
Omaha, NE 68103

A description of the equipment covered by the Memorandum of Lease Agreement consists of 650 covered hopper cars numbered AGPX 11101-11750, inclusive.

Ms Cynthia T Brown

July 6, 2011

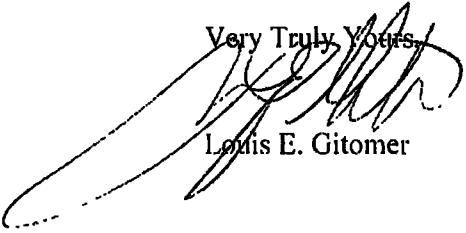
Page 2

A fee of \$ 41 00 is enclosed. Please return the original by email to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows. a Memorandum of Lease Agreement between Chase Equipment Finance, Inc., 1111 Polaris Parkway, Suite A3, Columbus, OH 43240, and AG Processing Inc a Cooperative, 12700 West Dodge Road, Omaha, NE 68103, covering 650 covered hopper cars numbered AGPX 11101-11750, inclusive

Very Truly Yours,


Louis E. Gitomer

Enclosure

JUL 06 '11 -10 2 0 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of June 22, 2011

between

JPMORGAN CHASE BANK, N A.,
as Lessor,

and

AG PROCESSING INC A COOPERATIVE,
as Lessee,

MEMORANDUM OF LEASE AGREEMENT


THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 22, 2011, by and between JPMORGAN CHASE BANK, N.A. ("Lessor"), 1111 Polaris Parkway, Suite A3 (OH1-1085), Columbus, OH 43240, and AG PROCESSING INC A COOPERATIVE ("Lessee"), 12700 WEST DODGE ROAD, OMAHA, NE 68103, with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.
2. The Lease of the Railroad Equipment shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.
3. This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

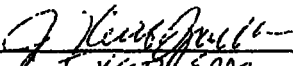
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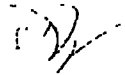
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

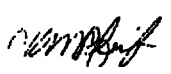
JPMORGAN CHASE BANK, N A

By: 
Name: Cherie L. Oliveto
Title: Authorized Officer

AG PROCESSING INC A COOPERATIVE

By: 
Name: J. T. KEITH SPACKLER
Title: CEO





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James A. Hill
Notary Public

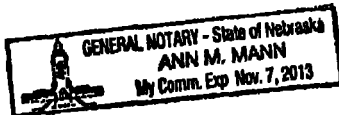
Notary Public

Notary Public

STATE OF NEBRASKA)
CITY OF LOUGHLIN) ss.

On this 22nd day of JUNE 2011, before me, ANNMANN, the undersigned
Notary Public, personally appeared J. K. S. S. S. personally known to me to be the person who
executed the within instrument as CFO on behalf of the corporation therein named,
and acknowledged to me that the corporation executed it.

[Seal]



Ann M. Mann
Notary Public

My commission expires:

Nov 7, 2013

**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

**Six Hundred Fifty (650) 2011 Trinity 5461 c.f. Covered Hopper Railcars numbered AGPX11101
– AGPX11750 inclusive**